

**ST. LOUIS COUNTY  
WORKFORCE DEVELOPMENT BOARD  
BYLAWS**

**Attachment 3**

**PREAMBLE**

On April 1, 2000, Governor Carnahan certified the St. Louis County Workforce Development Board for Local Area, St. Louis County. The Board was convened on April 1, 2000 by St. Louis County Executive George Westfall . The following Bylaws are adopted to enable the Board to conduct its business in an orderly manner, to promote the effective operation of the Board and to preserve the fruits of its deliberations as described in Section 116, the Board of the Workforce Investment Act.

**ARTICLE I – DEFINITION OF TERMS**

Section 1 – Terms and Definitions

**ADMINISTRATIVE ENTITY:** The entity designated to administer programs under local designated area, also referred to as the program administrator. The Chief Elected Official (CEO) determines the Administrative Entity.

**CHIEF ELECTED OFFICIAL:** Officer of a unit of general local government in a local government in a local area; County Executive of St. Louis County.

**COMMUNITY BASED ORGANIZATION (CBO):** Private nonprofit organizations which are representative of communities or significant segments of communities and which provide programs and services.

**ECONOMIC DEVELOPMENT AGENCIES:** Local planning and zoning commissions or boards, community development agencies, and other local agencies and institutions responsible for regulating, promoting, or assisting in local economic development.

**LABOR MARKET AREA:** An economically integrated geographic area as defined by the U.S. Department of Labor or the Governor.

**LOCAL AREA:** The term “local area” means a local workforce investment area designated under section 116.

**LOCAL AREA BUSINESS REPRESENTATIVE:** For the purpose of the Act and Board Bylaws, persons who are owners, chief executives or chief operating officers of private for-profit employers and major nongovernmental employers, such as health and educational institutions or other executives of such employers who have substantial management or policy responsibility

**LOCAL BOARD:** Workforce Investment Board for the Local Area as defined in Sec. 116 of the Workforce Investment Act of 1998-20U.S.C. 9201

**LOCAL EDUCATION AGENCY:** The term “local education agency” has the meaning given the term in section 14101 of the Elementary and Secondary Education Act of 1965(20U.S.C.8801)

**LOCAL PLAN:** The local board shall develop and submit to the Governor a comprehensive five year local plan in partnership with the Chief Elected Official. The plan shall be consistent with the state plan and the requirements of the Workforce Investment Act.

**LOW INCOME:** An individual or a member of a family who receives cash welfare payments; has received a total family income (for the six month period prior to application) which, in relation to family size, was not in excess of the poverty level or 70 percent of the lower living standard income level; is receiving food stamps; is a foster child; or, to an individual with a disability whose own income qualifies as economically disadvantaged, but is a member of a family that may not meet such requirements.

**MANUAL OF WORKFORCE DEVELOPMENT BOARD POLICIES AND STANDARD OPERATING PROCEDURES:** Manual compiling Board policies and procedures. The Program Director is responsible for developing, maintaining, updating and distributing the manual to the Board members and the Chief Elected Official.

**ONE STOP OPERATOR:** The term “one-stop operator” means one or more entities designated or certified under section 121(d)

**ONE-STOP PARTNER:** The term “One-Stop Partner” means -

- (A) an entity described in section 121(b)(1); and
- (B) an entity described in section 121(b)(2) that is participating, with the approval of the Local Board and Chief Elected Official, in the operation of a One-Stop Delivery system.

**PROGRAM YEAR:** Per the WIA, a one-year period of program operation beginning July 1 of every year and ending June 30 of the following year.

**QUORUM:** Shall be defined as having 40% of the voting members present at a duly called meeting

**STATE BOARD:** The term “state board” means a State Workforce Investment Board established under section 111.(Missouri Training and Employment Council. MTEC)

**WORKFORCE DEVELOPMENT BOARD – LOCAL DELIVERY AREA Memorandum of Understanding AGREEMENT (DESIGNATION AGREEMENT):** A non-financial agreement between the Board and County Executive of St. Louis County. This agreement identifies the relationships, functions, and responsibilities between the Board and Chief Elected Official in the operation of WIA programs in a given local area. This agreement at a minimum shall define roles, identify respective accountability, and outline the planning process.

**WORKFORCE INVESTMENT ACT (WIA):** Public Law 105-220, otherwise known as Workforce Investment Act of 1998-20U.S.C. 9201.

## **ARTICLE II – SCOPE AND PURPOSE OF THE BOARD**

### **Section 1 – General**

The County Executive of St. Louis County Local Area under WIA has executed a non-financial agreement with the Board to cooperate, and to coordinate the activities of the respective WIA programs. Such cooperation and coordination shall be accomplished through the Local Board.

## Section 2 – Objective

The County Executive's goal for the WIA program is to work in full partnership with the St. Louis County Workforce Development Board; having equal responsibility for organizing, planning, and administering job-training programs.

## Section 3 – Responsibilities

For specific responsibilities of the County Executive, refer to the Workforce Development Board –Local Area Agreement, a Memorandum of Understanding (MOU) between the Board and the County Executive of St. Louis County. (See attachment A MOU)

The Chief Elected Official and the Local Workforce Investment Board will work together to:

- Develop the five –year Workforce Investment Area plan
- Select the One-Stop Career Center Operator
- Determine conditions to allow the Local Workforce Investment Board to provide core and intensive services and determine the potential need to request waivers from the Governor to provide training services
- Appoint the Youth Council

## **ROLE OF THE LOCAL BOARD:**

The local Board for St. Louis County Workforce Investment Areas has the key role of providing direction on local strategic workforce issues, identifying local needs and developing strategies to address those needs. The Local Workforce Investment Board will be responsible for administering the Title I program of the Workforce Investment Act and the TA/CAP program.

The Chief Elected Official in a local area is authorized to appoint the members of the Local Board in accordance with criteria established by the Governor and the state council.

## **ARTICLE III – FUNCTIONS AND RESPONSIBILITIES**

### Section 1 – General

It shall be the responsibility of the Board to provide policy guidance for, and exercise oversight with respect to, activities under the local plan for its local area in partnership with the Chief Elected Official. The intent of the Workforce Investment Act is to charge the Local Boards with the responsibility of making policy, not the delivery of service. In order to carry out its functions under the Act, the Board shall utilize the Administrative Entity's staff.

### Section 2 – Responsibilities

The Board's specific functions and responsibilities, as well as those of the Local Elected Official are identified in the Workforce Development Board – Local Area Memorandum of Understanding.

### Section 3 - Conflict of Interest

A member of a local Workforce Investment Board may not vote or participate in debate on a matter under consideration by the Local Workforce Investment Board regarding provisions of services by such

member, by an entity that such member represents, (or by which the member is employed) or that would provide direct financial benefit to such member or the immediate family of such member. In addition, a local Workforce Investment Board member may not engage in any other activity determined by the CEO to constitute conflict of interest as specified in the State Plan.

#### Section 4-Accountability

The State of Missouri and The Department of Labor holds the County Executive responsible for funds expended under WIA Title I, the Board in working with the CEO in developing programs and activities, must recognize the CEOs ultimate liability for the use of these funds.

### **ARTICLE IV -COMPOSITION AND GOVERNANCE:**

#### Section 1 –General

Chief Elected Officials in each Workforce Investment area will appoint the Local Workforce Investment Board. The following information describes the process that Chief Elected Officials must follow for the selection and appointment of Local Board members.

Local Board members must be individuals who are leaders in developing local policy. These members should possess qualities of hands-on, results-oriented leadership, a willingness to question and improve process while thinking globally.

#### Section 2 –Membership Representation

The Local Board must include at a minimum the following six groups:

##### **Local Area Business Representatives**

Representatives of businesses and industries with employment opportunities that reflect local labor market needs, including individuals who are business owners, chief executives, operating officers or other executives with optimum decision making authority.

Business representatives must constitute a majority of the Local Workforce Investment Board membership. A business representative will be elected to act as the chairperson of the Local Board. Business representatives are to be appointed from among individuals nominated by local business organizations and business trade associations.

The Local Board must include two or more members representing the following categories:

##### **Education Agencies**

Representatives of local educational agencies, school boards, entities providing adult education and literacy activities and postsecondary educational institutions including representatives of community colleges, shall be selected from among individuals nominated by their peers.

Representatives of educational entities will be selected from individuals nominated by regional or local educational agencies, institutions or organizations; these individuals must have optimum decision-making authority.

### **Organized Labor**

Representatives of labor organizations (for a local area in which employees are represented by labor organizations) shall be nominated by labor federations or (for a local area in which no employees are represented by such organizations) other representatives of employees. These individuals must have optimum decision-making authority.

### **Community-Based Organizations**

Representatives of community-based organizations including organizations representing individuals with disabilities and veterans, for a local area in which such organizations are present. These individuals must have optimum decision-making authority.

### **Economic Development Agencies**

Representatives of economic development agencies including private sector economic development agencies. These individuals must have optimum decision-making authority.

### **Others**

Representatives of each of the One-Stop Career Centers Partners. Other individuals or representatives of entities the Chief Elected Official determines to be appropriate. See Attachment-B

## **Section 3 - Governance**

### **A. Board Certification**

The Certification of the Local Board will expire June 30, 2006, and the last day of June every two years thereafter. A new Request for Local Workforce Investment Board Certification and Membership List must be submitted to Division of Workforce Development by April 1, 2006, and on the first day of April every two years thereafter.

### **B. Notification of Member Changes**

Whenever a change in the voting membership of the Local Board occurs, the Division of Workforce Development must be notified in writing within five working days of the effective date of new member's appointment. The notification must be from the Chief Elected Official or by someone designated in the Chief Elected Official Agreement to notify the Division. The Local Workforce Investment Board Composition Change form, accompanied by letters of nomination and appointment may be used to satisfy the requirement of written notification to the Division. The Division will review the certification in light of the new membership to ensure it is still in compliance with section 117 of the Act.

### **C. Ex-Officio and Non Voting Members**

The County Executive of St. Louis County, or his authorized representative, is to be an ex officio member of the Board. Members of Youth council who are not otherwise a member of the board may participate as non-voting members.

### **D. Voting Rights of Members**

Members shall have the right to vote on all matters where no conflict of interest exist affecting the operations of the Workforce Development Board, which shall be properly presented for their consideration at any duly constituted meeting. Ex officio members will not have voting rights.

### **E. Resignation**

A Board member may resign at any time by giving written notice thereof to the board chairperson.

F. Suspension, Expulsion and Termination of Members

Conflict of Interest

By majority vote of the members or by the CEO any member may be suspended or expelled from membership on the Board for conflict of interest, as defined in Article III, Section 3 of these bylaws.

Attendance of the Members

**Board members are required to join and participate in at least one committee of the Board in addition to their duties on the entire Board.** Each member shall make every reasonable effort to attend meetings of the Board **and the Board committee to which they belong.** **Any Member who misses more than one-third (1/3) of the scheduled Board or one-half (1/2) of the committee meetings** over a twelve month period may be removed from the Board unless a majority of the other **Board members** votes to retain the Member, for good cause shown.

Each member shall notify the Chairperson or Workforce Development Program Director if he/she is to be absent

Upon removal of a member, the Chairperson shall notify the County Executive of the vacant membership and the need for the appointment of a new member.

Section 4 - Officers

A. Officers

The officers shall be a chairperson, a vice-chairperson, secretary, parliamentarian and standing committee chairs.

B. Chairperson

The chairperson shall be elected from among the private sector members on the Board. The chairperson shall be the principal officer of the Board and shall in general supervise and control all of the business and affairs of the Board membership. The chairperson shall appoint committee chairperson and committee members as required. The chairperson may sign, with any other proper officer of the Board thereunto authorized by the membership, any instruments which the Board has authorized to be executed; and in general shall perform all duties incident to the office of chairperson and such other duties as may be prescribed by the Board from time to time.

C. Vice Chairperson

The Board from among the private sector members on the Board shall elect the vice-chairperson. In the absence of the chairperson, or in the event of their inability to act, the vice-chairperson will perform the duties of the chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson. The vice-chairperson shall perform such other duties as from time to time may be assigned to him by the chairperson or by the Board.

D. Secretary

The secretary shall be responsible for the recording of Board business and attesting the chairperson's signature as may be required. The secretary shall be responsible for recording attendance at meetings, and for determining and certifying that a quorum is present on an appropriate record. During a meeting when roll-call voting is required, the secretary shall "call-the-roll", record and certify individual member's votes on an appropriate record. The secretary

shall be responsible for validating the accuracy of minutes, in particular, the recording of motions and their outcomes.

E. Parliamentarian

The Parliamentarian shall be responsible for rules and usage's of a assembly and conducting a meeting in an orderly manner.

F. Nominating Committee

The WDB Chairperson shall appoint a nominating committee consisting of 3 members of the Board for the purpose of nominating officers of the WDB. The committee shall nominate at least one candidate for each office. Additional candidates for all positions may be nominated from the floor.

G. Election and Term of Office

The officers shall be elected by the Board during the June meeting of even-numbered years or as required by vacancies. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until his/her successor shall have been duly elected and qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

H. Removal

Any officer elected or appointed by the Board may be removed by the membership whenever in its judgement and the best interest of the Board would be served thereby. Removal shall be effected by majority vote of members attending a meeting wherein a quorum is present.

## **ARTICLE V– MEETINGS AND PROCEDURES**

### **Section 1 –Local Regular and Special Meetings**

A. Regular Meetings

The Local Board shall hold at least 4 regular meetings each year to discuss progress or other matters affecting the operation of the Board. Meetings will be open to the public.

B. Special Meetings

Special meetings shall be called by the chairperson or by the Board for such purposes as a quorum of its member's request.

C. Notice

Notice of all meetings of the Workforce Development Board shall be given at least seven (7) days previous thereto by written communication, mailed faxed or delivered personally to each member at his/her business address. Said notice shall be the responsibility of the Administrative Entity's staff, which shall also be responsible for making such notice public.

The agenda of any meeting will be included with the notice except when as to matters affecting the bylaws of the Board or the election of Board members.

D. Agenda

The business of all meetings of the Board shall be those matters identified in the meeting agenda. The agenda deadline shall be ten (10) days before the scheduled Board meeting. All requests of matters for Board consideration are to be communicated to the Chairperson or Administrative

Entity Program Director before the agenda deadline; and, all written materials representing such matters are to be received by the Administrative Entity Program Director by the agenda deadline. A majority decision of the Board shall be required for any matters to receive Board consideration after the agenda deadline.

## Section 2 – Procedures

### A. Quorum

In order to transact Board business, a quorum is required. A quorum is defined as having 40% of the voting members present at a duly called meeting.

The members present at a duly called meeting at which a quorum was determined to be present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave that would be less than a quorum. Members not physically present shall not be counted for the purposes of a quorum.

### B. Voting

The act of a majority of the voting members present at a duly organized meeting at which a quorum is present shall be the act of the Board. Voting shall be conducted per Roberts Rule of Order.

Emergency Voting: At the discretion of the chair, the Local Board Members may be polled by fax, e-mail, or other written communication, to take action on an item(s) requiring expedited attention.

A vote-in-absence: shall apply for both roll call voting and voice voting. Said communiqué may be in the form of a letter, mailgram, telegram, fax, e-mail or other written communication and must be transmitted to and received by the chairperson prior to said meeting.

Said communiqué, for each vote-in-absence on each action, is to contain a specific description of the action for which the vote is cast, a brief discussion of criticism (positive and/or negative) of the action before the Board and the specified vote. A vote-in-absence will not be used as a basis for determining a quorum and will be read during each specific action before the Board prior to the Board's vote.

### C. Vested Interest

Except for voting on the Local Plan, excluding modifications, no Board member may vote on any item before the Board on which he or she (or his/her employer) has a vested interest, to prevent the act of conflict of interest by voting, as defined in Article III, Section 3 of these bylaws. Furthermore, members should abstain from voting on items of business where members of the community and others may feel there is the appearance of a vested interest.

### D. Standing Committees

The Board, by resolution adopted by a majority of the members, may from time to time appoint such committees from among its members, or other persons for such particular purposes as may be deemed necessary or desirable to enhance or assist the Board to carrying out its duties, and furthering the purposes of the Workforce Investment Act.

Any committee so appointed shall have the powers and authority as are explicitly delegated by the Board; and no such committee shall exercise the authority of the Board with respect to the



election of officers or members of the Board, the adoption, repeal or amending of these bylaws, or adopting a plan of merger or consolidation or dissolution of the Board.

1. EXECUTIVE COMMITTEE – The Board, by resolutions adopted by a majority of the members, shall appoint from among its members an Executive Committee which shall have and may exercise all the authority of the full Board with the exception of the above limitations to committee powers. There shall be a minimum membership to the Executive Committee of three Board members with no maximum limit; a majority of the Executive Committee members must represent the private sector, and said membership shall include the offices of Chairperson, Vice Chairperson, and Secretary. Members-at-large and the chairperson of such other committees so authorized by the Board may be appointed by the Chairperson. The Chairperson of the Board shall serve as Chairperson of the Executive Committee.

Any action taken or initiated by the Executive Committee on behalf of the Board shall require full disclosure to the Board at the regularly scheduled meeting following said actions. The duties of the Executive Committee are as follows:

- a. Responsible for acting on behalf of the Board as may be required.
  - b. Responsible for making policy recommendations to the Board which meet the needs of both the area employers and job seekers.
  - c. Responsible for review and upgrading recommendations to the Board for its bylaws.
2. FINANCE COMMITTEE– The Finance Committee shall provide budget and fiscal oversight, and shall make recommendations to the Board regarding fiscal and financial matters that effect WIA Title I Services in accordance with the Workforce Investment Act of 1998-20U.S.C.9201. Furthermore, this committee is charged with ensuring that sound fiscal and financial methods and procedures are followed and make recommendations to the Board to remedy any deficiency in said methods and procedures.
3. PERFORMANCE AND CUSTOMER SATISFACTION COMMITTEE – The Performance and Customer Satisfaction Committee shall make policy and procedure recommendations to the Board to ensure that customer satisfaction, performance standards are met and that a Continuous Improvement policy is in place. Additionally, it will have the responsibility of overseeing the Continuous Improvement process to provide policy direction, and make recommendations to the Board based on its' review.
4. YOUTH COUNCIL –An advisory committee to the Board, charged with developing the portions of the local plan relating to eligible youth, recommending eligible providers of youth activities to be considered for grants or contracts on a competitive basis, conducting oversight with respect to eligible providers of youth activities, coordinating youth activities that are authorized by the act, and other duties determined to be appropriate by the chairperson of the local board.
5. MARKETING & MEMBERSHIP COMMITTEE – This committee provides guidance on the development and coordination of outreach and marketing activities on a regional basis to the business community. Additionally, this committee is responsible for recruiting private sector leaders for WIB membership.

- E. Proceedings for Meetings  
Meeting proceedings will be governed by Roberts Rules of Order, Revised.
- F. Manual of Workforce Development Board Policies and Standard Operating Procedures  
Board policies and operating procedures shall be laid down in a manual. It shall be the responsibility of the Executive Committee to develop and recommend such policies and procedures for Board consideration for effective and efficient operation of the Board and area programs. Such a manual shall include the Board's goals, program performance objectives, by-laws and other matters.

It shall be the responsibility of the Administrative Entity Program Director to develop, maintain, update, and transmit the manual to individual Board members, the County Executive and Administrative Entity's staff.

## **ARTICLE VI – INDEMNIFICATION OF MEMBERS**

### **Section 1 – Liability Coverage**

With respect to liability coverage for WIA members, the Board shall be included in the St. Louis County Self-Insurance Program.

## **ARTICLE VII – BYLAW AMENDMENTS**

### **Section 1 – Proposal**

Amendments to these bylaws may be made whenever it is felt necessary for the best interest of the Board. Such amendments shall be proposed in writing and transmitted with agenda announcements prior to all meetings.

### **Section 2 – First Reading**

The motion for such amendments shall be made to the Executive Committee the meeting following drafting and this shall constitute the first reading.

### **Section 3 – Voting**

A vote will be taken at the meeting following the First Reading of the proposed Bylaws. A two-thirds majority of those voting at all Board meetings (per Article V, Section 2B, Voting) shall be required to amend these bylaws.